

Euromoney Institutional Investor PLC

2021 Annual General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on page 2 of this document, which contains the recommendation by the directors to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of the Company to be held as a closed meeting attended only by those necessary to constitute a quorum, and convened for 09.30 a.m. on Thursday 11 February 2021 (the **“AGM”** or **“Annual General Meeting”**), is set out at the end of this document. A form of proxy (**“Form of Proxy”**) for use at the Annual General Meeting is enclosed and, to be valid, must be completed and returned in accordance with the instructions printed thereon so as to be received by Equiniti, the Company’s registrars, not later than 09.30 a.m. on Tuesday 9 February 2021.



This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holding of ordinary shares of 0.25 pence each (**“Ordinary Shares”**) in Euromoney Institutional Investor PLC (the **“Company”**), please send this document, together with the accompanying documents, but not the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected. If you have sold or transferred part only of your holding, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected, immediately.

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Letter from the Chairman

(Registered and incorporated in England No. 954730)

Registered and Head Office
8 Bouverie Street
London
EC4Y 8AX

16 December 2020

Dear Shareholder,

Business of the 2021 Annual General Meeting

I am writing to you in connection with the business to be considered at the Annual General Meeting of Euromoney Institutional Investor PLC (the “**Company**”) which will be held on Thursday 11 February 2021 at 09.30 a.m.

Details of the business to be considered are set out in this letter and the Notice of AGM at the end of this circular.

I was delighted to continue to act as your Chairman during the year and have greatly enjoyed my time so far with the Company gaining a better understanding of its products, markets and people.

You will see proposals this year regarding the re-election of all existing directors and the changes we propose to make to the company’s Articles of Association to enable the Company to hold hybrid meetings in the future. Further information regarding the Group’s performance in the latest financial year, and more detail regarding the key events of the year can be found in the Annual Report which is available with this document or via the Group’s corporate website.

Covid-19 information

The health and well-being of our colleagues, shareholders and the wider community in which the Company operates is, and will continue to be, a priority for us. The Company’s directors (“**Board**”) have considered carefully the impact on the meeting of the constantly evolving covid-19 situation and the UK Government’s restrictions and guidance on, amongst other things, public gatherings and social distancing (“**Government Measures**”).

At the time of publication of this document, the Government Measures include prohibitions and restrictions on public gatherings. In light of this, we hope that shareholders will understand that our AGM this year will be held as a closed meeting, which means that unfortunately shareholders will NOT be permitted to attend in person. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of people and the format of the meeting will be purely functional.

Given the restriction on attendance, shareholders should utilise electronic voting or submit a proxy vote in advance of the AGM. Shareholders who wish to appoint a proxy, in the current circumstances, should appoint the Chair of the AGM as their proxy rather than a named person who will NOT be permitted to attend. If you would like to vote on the resolutions for this year’s AGM, please complete the Form of Proxy sent to you with this circular and return it to the Company’s registrars, Equiniti, as soon as possible and in any event to arrive before 9.30 a.m. on Tuesday 9 February 2021. Alternatively, you can submit your vote online at www.sharevote.co.uk.

The situation is constantly evolving, and Government Measures may change and impact further on arrangements for the AGM. If there are any changes to the arrangements for the AGM from those set out in this Notice, this will be communicated to shareholders before the meeting through the Company’s website (www.euromoneyplc.com) and, where appropriate, by RIS announcement.

Questions

As shareholders will be unable to attend the AGM in person, we have set up a dedicated electronic mailbox for shareholders to ask questions of the Board in relation to the business of the AGM. Shareholders are requested to submit such questions in advance to agm@euromoneyplc.com by close of business on Wednesday 3 February 2021. Answers will be grouped by the theme of the question to avoid repetition and both questions and responses will be published on our website (www.euromoneyplc.com) as soon as practically possible, and with the aim of doing so before close of business on Friday 5 February 2021 to enable all shareholders to consider them before lodging their proxy votes with the Company’s registrar.

Letter from the Chairman continued

I would now like to explain and comment further on the respective resolutions to be proposed at the AGM.

Resolution 1 – 2020 Report and Accounts

Shareholders are being asked to approve the Company's report and accounts for the year ended 30 September 2020 (the "**Annual Report**"). This review of strategy and financial performance, together with governance, stakeholder and sustainability matters is published on the Company's website at www.euromoneyplc.com/ for those shareholders who have consented to electronic communications. The Annual Report is also being posted with this circular to shareholders who have not consented to receive electronic communications.

Resolution 2 – Directors' Remuneration Report

A copy of the Directors' Remuneration Report is set out in the Annual Report. It is proposed that the Directors' Remuneration Report for the year ended 30 September 2020 be approved.

As this vote is advisory, it does not directly affect the remuneration paid to any director, however, the Remuneration Committee is committed to making all remuneration decisions within the agreed remuneration policy framework and addressing the views of significant investors where appropriate to do so.

Resolution 3 – Final Dividend

Shareholders are being asked to approve a final dividend of 11.4 pence per Ordinary Share for the year ended 30 September 2020.

Resolutions 4 to 11 – Re-election of Directors

In accordance with the requirements of the UK Corporate Governance Code (the "**Code**"), all directors submit themselves for re-election annually. Accordingly, all eight continuing directors will retire at the forthcoming AGM and, being eligible, will offer themselves for re-election.

All resolutions regarding the re-election of directors at the AGM will be presented as ordinary resolutions for approval by a majority of all shareholders casting a vote by proxy.

Biographies of all of the directors seeking re-election, being myself Leslie Van de Walle, our Senior Independent Director Jan Babiak, our independent non-executive directors Colin Day, Imogen Joss, Tim Pennington and Lorna Tilbian, together with our executive directors Andrew Rashbass and Wendy Pallot, can be found below. The biographies include details of the external appointments of the independent non-executive directors and provide an explanation of the Board's review and approval of these where applicable.

Leslie Van de Walle

Non-executive Chairman

Independent on appointment

Appointed to the Board: March 2019

Leslie Van de Walle is a non-executive director of HSBC UK Bank plc. He was previously Chairman of Robert Walters plc and SIG plc, as well as Deputy Chairman and a non-executive director and Chair of the Nominations Committee at Crest Nicholson Holdings plc and senior independent director and Chair of the Remuneration Committee of DCC plc. In his executive career, Leslie was Group CEO at Rexam plc and before that at United Biscuits plc. Earlier in his career, Leslie held a variety of senior roles, including Executive Vice President of Retail for Oil Products and Head of Oil Products, at Shell Europe.

Andrew Rashbass

Chief Executive Officer

Appointed to the Board: October 2015

Andrew Rashbass has broad international experience managing information businesses. Between 2013 and 2015 Andrew was Chief Executive of Reuters, the news division of Thomson Reuters. Before joining Reuters, he spent 15 years at The Economist Group, where for the last five years he was Chief Executive.

Wendy Pallot

Chief Financial Officer

Appointed to the Board: August 2018

Wendy Pallot joined Euromoney in 2018. Wendy has 19 years' experience working as Group Finance Director in UK main market listed companies in the media sector. Between 2011 and 2018, she was Group Finance Director of Bloomsbury Publishing plc. Prior to that, she was Group Finance Director for GCap Media plc and GWR Group plc. Wendy is also a Governor of the Central School of Ballet. She qualified as a Chartered Accountant with Coopers & Lybrand.

Jan Babiak

Senior Independent Director

Appointed to the Board: December 2017

Jan Babiak has over 25 years' experience in professional services in a variety of leadership roles at EY. Jan holds non-executive director roles at Walgreens Boots Alliance, Inc. and Bank of Montreal. Jan chairs the Audit Committee and sits on the Finance Committee of Walgreens Boots Alliance, Inc. and chairs the Audit and Conduct Review Committee and sits on the Governance and Nominating Committee at the Bank of Montreal. Jan is a US qualified Certified Public Accountant, a UK qualified Chartered Accountant and member of the Institute of Chartered Accountants in England and Wales. Jan is also qualified as a Certified Information Security Manager and Certified Information System Auditor.

Colin Day

Independent non-executive director

Appointed to the Board: March 2018

Colin Day has significant experience in senior roles gained across a variety of sectors. Colin is Chairman of Premier Foods plc. He previously held non-executive director roles and chaired the Audit Committee at Amec Foster Wheeler plc, WPP plc, Cadbury plc, Imperial Brands plc and EasyJet plc. Colin's roles in his executive career included serving as Chief Executive of Essentra PLC, Chief Financial Officer at Reckitt Benckiser Group plc and Group Finance Director of Aegis Group plc. Colin is a non-executive director at Meggitt plc and DEFRA, where he chairs the Audit Committees and at Meggitt is a member of the Nominations and Remuneration Committees. Colin is a Chartered Certified Accountant.

Imogen Joss

Independent non-executive director
Appointed to the Board: November 2017

Imogen Joss has held a number of senior executive positions in the business information industry and most recently served as the President of S&P Global Platts, Inc. Imogen holds non-executive director roles at the International Property Securities Exchange, Grant Thornton and Interswitch Limited, where she also chairs the Remuneration Committees.

Tim Pennington

Independent non-executive director
Appointed to the Board: September 2019

Tim Pennington is Chief Financial Officer of Millicom International Cellular, a significant international telecommunications company listed on the Nasdaq stock exchanges in both New York and Stockholm. Tim was previously Group Finance Director and a director of FTSE 100 companies Cable & Wireless plc and, following its demerger from that company, Cable & Wireless Communications plc.

Tim has a wide range of prior executive experience, including corporate finance experience, firstly as Director in the specialised financing department at Samuel Montagu & Co. Limited, and then as Managing Director of HSBC Investment Bank within its Corporate Finance and Advisory Department.

Lorna Tilbian

Independent non-executive director
Appointed to the Board: January 2018

Lorna Tilbian is an experienced media analyst having served as Head of the Media Sector at Numis Corporation Plc and as a main board director for over ten years. Lorna is the Chairman of Dowgate Capital and sits on the advisory board of Technation's Future Fifty Programme having previously served as a Cabinet Ambassador for Creative Britain for the Department for Culture, Media and Sport. She is a non-executive director at Rightmove plc, ProVen VCT plc and Finsbury Growth & Income Trust PLC (a shareholder of the Company holding approximately 2.55% of the issued share capital) and has previously served as a non-executive director at M&C Saatchi plc and Jupiter UK Growth Investment Trust plc.

The Company has received confirmation from each of the independent non-executive directors that there is no material existing or previous relationship, transaction or arrangement that the independent directors have or have had that might give rise to a conflict of interest with their appointment to the Board.

The Board considers Lorna Tilbian to meet the Code's definition of independence for the reasons set out on page 67 of the Company's Annual Report which is available with this document or via the Group's corporate website.

Resolutions 12 and 13 – Appointment and Remuneration of Auditors

It is proposed under Resolution 12 that PricewaterhouseCoopers LLP be reappointed as auditors of the Company to hold office until the conclusion of the next AGM. It is proposed under Resolution 13, that the directors be authorised to set their remuneration.

Resolution 14 – Authority to Allot Shares

In accordance with section 551 of the Companies Act 2006 (the “2006 Act”), the directors are prevented from exercising the Company's powers to allot shares without an authority contained either in the Company's Articles of Association or in a resolution of the shareholders at a general meeting. Such authority was last given by the shareholders of the Company at the 2020 AGM and expires on the date of the 2021 AGM. The Board considers it appropriate that a further similar authority be granted to allot Ordinary Shares in the capital of the Company up to a maximum nominal amount of £91,074.50 which is equivalent to approximately one third of the total ordinary share capital of the Company as at 9 December 2020 which is the latest practicable date before publication of this circular (the “Latest Practicable Date”). Such authority is sought in paragraph 14(a) of Resolution 14.

In addition, The Investment Association has said that it will consider as routine a resolution to authorise the directors to allot, including the shares referred to in paragraph 14(a) of Resolution 14, shares in the Company in connection with a pre-emptive offer by way of a rights issue to shareholders up to a maximum nominal amount of £182,149, representing approximately two thirds of the total ordinary share capital of the Company as at the Latest Practicable Date. The Board considers it appropriate to seek this additional allotment authority at this year's AGM in order to take advantage of the flexibility it offers. There are no present plans to undertake a rights issue or to allot new shares other than in connection with the Company's employee share and incentive plans.

Resolution 15 – Remuneration Policy

It is proposed that the Directors' Remuneration Policy, which is set out on pages 80 to 86 of the Annual Report, be approved.

The current Directors' Remuneration Policy was approved by shareholders at the 2018 Annual General Meeting. The 2006 Act requires the Company to seek approval for its remuneration policy at least once every three years.

This vote is binding, which means that once the Directors' Remuneration Policy, as approved by shareholders, comes into effect, all payments to Directors must be in accordance with it. If approved, the Directors' Remuneration Policy will continue in effect until 1 February 2024.

Letter from the Chairman continued

Resolutions 16 and 17 – Authority to Disapply Pre-emption Requirements

The 2006 Act requires that an allotment of shares for cash or a sale of equity securities held in treasury for cash may not be made unless the shares are first offered to existing shareholders on a pre-emptive basis in accordance with the terms of the 2006 Act.

In accordance with general practice, the directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act's pre-emption requirements in relation to certain share issues or sales of treasury shares.

Resolution 16, which is proposed as a special resolution, will empower the directors to allot Ordinary Shares in the capital of the Company for cash on a non-pre-emptive basis:

- (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and
- (ii) (otherwise than in connection with a rights issue) up to a maximum nominal value of £13,661, representing approximately 5% of the ordinary share capital of the Company as at the Latest Practicable Date.

Resolution 17, which is proposed as a special resolution, will empower the directors in addition to the authority set out in Resolution 16 to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis provided that the power shall be:

- (i) limited to allotments or sales of up to a maximum nominal value of £13,661; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this circular.

Resolution 17 is proposed in accordance with the template resolutions published by the UK Pre-Emption Group in May 2016. The maximum nominal amounts represent an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

The directors will consider the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

Resolution 18 – Authority for Purchase of Own Shares

The Company cannot purchase its own shares unless the purchase has first been authorised by the Company's shareholders in general meeting. Such authority was last given by the shareholders at the 2020 AGM and it is proposed to confer a new authority on the Company in accordance with section 701 of the 2006 Act to make market purchases of its own shares for a further period which will end at the conclusion of the AGM to be held in 2022. The directors are seeking this authority under Resolution 18, which is proposed as a special resolution, in respect of 10,928,940 Ordinary Shares being 10% of the issued ordinary share capital on the Latest Practicable Date. The minimum and maximum prices are set by the authority.

The effect of any such purchase will clearly depend on the price at which it is made. On the Latest Practicable Date prior to the printing of this document, the middle market quotation for an Ordinary Share as derived from the Daily Official List of the UK Listing Authority was £10.24. As at the Latest Practicable Date, prior to the printing of this document, the total number of outstanding options to subscribe for Ordinary Shares was 1,099,436, representing 1% of the issued share capital of the Company.

If the full authority to buy Ordinary Shares pursuant to Resolution 18 were used at such price, such outstanding options would represent 1.1% of the issued share capital of the Company.

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 permit companies to hold shares acquired by a company in itself as treasury shares rather than cancelling them. Pursuant to these regulations, the treasury shares can be subsequently cancelled, sold for cash or used to satisfy share options and share awards under employee share option schemes.

The directors would consider holding as treasury shares any shares the Company repurchases pursuant to the authority provided by this resolution, including shares to be used to satisfy share awards (whether existing or granted in the future) under the Company's existing share plans or any scheme or plan adopted from time to time (the "Company's Incentive Plans"). The directors believe holding such shares as treasury shares will provide the Company with increased flexibility in managing its share capital.

In relation to any repurchased shares held in treasury, unless such shares are subsequently cancelled, earnings per share, excluding those held in treasury, will only be increased on a temporary basis until such time as the shares are subsequently sold out of treasury.

Resolution 18, proposed as a special resolution, complies with the current guidelines issued by investor protection committees and whilst the directors do not currently expect to use this authority they will have regard to any guidelines issued by investor protection committees which may be published at the time of any such purchase, holding or resale of treasury shares. As at the Latest Practicable Date the Company held no treasury shares.

Resolution 19 – Adoption of new Articles of Association

Under Resolution 19, the Company is proposing to adopt new articles to replace the existing articles. Set out below is a summary of the principal changes proposed to be made in the new articles as compared to the existing articles. Article references below are to the new articles. The new articles also include some other minor, technical, procedural or clarificatory amendments which have not been detailed below. Generally, the amendments proposed in the new articles are to reflect recent developments in market practice and to bring clarity to the language in the existing articles. A draft of the proposed new Articles is available on the Company's website at www.euromoneyplc.com/investors/agm.

Changes to date, time or place of general meetings (Article 52)

The Company is proposing to insert a new article that gives the Board the ability to postpone, or move, a general meeting. Without express authority in the articles of association, the Board does not have the power to postpone a general meeting once notice has been given. The proposed amendment provides the Board with flexibility to postpone, or move, a general meeting prior to the date on which the meeting is to be held except where such postponement or move would be contrary to applicable company law. If the Board exercises its discretion, notice of the postponed meeting does not need to be given again and any proxy appointments made for such meeting will remain valid if otherwise in accordance with the new articles and received by the

Company not less than 48 hours before the commencement of the postponed or moved meeting to which the appointment relates. This amendment is intended to provide flexibility to the Board in certain circumstances, for example, where the business to be considered at a general meeting is no longer relevant or required or whether unforeseen or extraordinary circumstances mean that the Board considers that it will be impractical, undesirable or unreasonable, to hold a general meeting at the place, time or on the date stated in the notice of meeting. The Board currently intends for this power to be used only in certain exceptional circumstances.

Combined physical and electronic general meetings (Articles 59 and 60 and consequential amendments to Articles 55, 56 and 58)

The new articles give the Company greater flexibility to hold general meetings by allowing combined physical and electronic general meetings (also known as 'hybrid' meetings). These hybrid meetings would enable members to attend and participate in the business of the meeting by attending a physical location or by means of an electronic facility or facilities if the directors decide to hold a combined physical and electronic general meeting. The new articles set out the procedures and processes for attendance at, and participation in, combined physical and electronic general meetings. This includes how attendance is determined and allowing the Board to make arrangements to enable attendees to exercise their rights to speak or vote. The new articles provide that persons participating via an electronic platform shall be responsible for ensuring they have the facilities to access the meeting. Unless a meeting is adjourned by the chairman, the inability of a person to attend or participate via an electronic platform will not affect the validity of, or business conducted at, a general meeting. The new articles are not intended to permit the Company to hold general meetings wholly by electronic means. The new articles include consequential changes to enable such combined physical and electronic general meetings. It is not the current intention of the Board to routinely hold combined physical and electronic general meetings. These amendments are being made to provide the Directors with the flexibility should they need to make alternative arrangements for participation in meetings (including where physical participation may be prevented or restricted).

Resolution 20 – Notice of General Meetings

Resolution 20 is a special resolution which is proposed by the directors in consequence of the implementation of the Shareholder Rights Directive. The regulations implementing this Directive increase the notice period for general meetings of the Company to 21 days. Prior to those regulations coming into force the Company was able to call general meetings (other than an AGM) on 14 clear days' notice and the directors would like to preserve this ability. However, this will not be used as a matter of routine for general meetings but only where, taking into account all the circumstances, the directors consider it appropriate in relation to the business considered at the meeting. In order to be able to do so, shareholders must approve the calling of such meetings on 14 days' notice. Such authority was last given by the shareholders of the Company at the 2020 AGM and expires on the date of the 2021 AGM. It is proposed under Resolution 20 to grant this authority.

If the resolution is passed, the new authority will expire at the end of the next AGM of the Company. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 days' notice under the authority being sought under Resolution 20.

Voting at the Annual General Meeting

Enclosed is a Form of Proxy for use at the AGM. You are requested to complete and sign the Form of Proxy and return it to the Company's registrars at Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, as soon as possible and, in any event, so that it is received not later than 9.30 a.m. on Tuesday 9 February 2021. While typically the completion and return of a Form of Proxy would not prevent you from attending the meeting and voting in person if you subsequently wished to do so, as explained above, for this year's AGM, given the ongoing covid-19 situation and Government Measures, please note that submission of a Form of Proxy will be the only way for shareholders to vote. Further details relating to voting by proxy are set out in the notes to the Notice of AGM at the end of this circular.

Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company from noon on 16 December 2020 until the conclusion of the AGM and will also be available to view online at www.euromoneyplc.com/investors/agm from 18 December 2020 until close of business on 11 February 2021:

- (a) service contracts of the executive directors;
- (b) letters of appointment of the non-executive directors; and
- (c) the Company's existing Articles of Association showing the proposed changes to be made with shareholder approval at this year's AGM.

Recommendation

In the opinion of the directors, each of the resolutions to be proposed at the Annual General Meeting is in the best interests of the Company and Shareholders as a whole and are most likely to promote the success of the Company.

Accordingly, the directors of the Company recommend that shareholders vote in favour of the resolutions at the Annual General Meeting, as the directors intend to do in respect of their own beneficial holdings of Ordinary Shares.

The Annual General Meeting is an important event in the Company's corporate calendar and we are grateful to you, our shareholders, for your understanding in relation to the need to proceed with a closed meeting and your continued support in these challenging and unprecedented times.

Yours sincerely



Leslie Van de Walle
Chairman

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held as a closed meeting attended only by those necessary to constitute a quorum and convened for 9.30 a.m. on Thursday 11 February 2021 for the purpose of considering and, if thought fit, passing the resolutions below:

Resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 20 will be proposed as special resolutions.

Ordinary resolutions

1. To receive and adopt the reports of the directors and the auditors and the accounts of the Company for the year ended 30 September 2020.
2. To approve the Directors' Remuneration Report for the year ended 30 September 2020.
3. To declare a final dividend for the year ended 30 September 2020 of 11.4 pence on each of the ordinary shares of 0.25 pence each in the Company ("Ordinary Shares").
4. To re-elect Leslie Van de Walle as a non-executive director.
5. To re-elect Andrew Rashbass as an executive director.
6. To re-elect Wendy Pallot as an executive director.
7. To re-elect Jan Babiak as a non-executive director.
8. To re-elect Colin Day as a non-executive director.
9. To re-elect Imogen Joss as a non-executive director.
10. To re-elect Tim Pennington as a non-executive director.
11. To re-elect Lorna Tilbian as a non-executive director.
12. To reappoint PricewaterhouseCoopers LLP as auditor of the Company from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
13. To authorise the directors to agree the auditor's remuneration.
14. That the directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act"), in substitution for all existing authorities:
 - (a) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of £91,074.50 (such amount to be reduced by the nominal amount of any equity securities (within the meaning of section 560 of the Act) allotted under paragraph 14(b) below in excess of £91,074.50); and
 - (b) to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to a maximum nominal amount of £182,149 (such amount to be reduced by any Relevant Securities allotted or granted under paragraph 14(a) above) provided that this authority may only be used in connection with a rights issue in favour of holders of Ordinary Shares and other persons entitled to participate therein where the equity securities respectively attributable to the interests of all those persons at such record date as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever,
15. That the Directors' Remuneration Policy, in the form set out in the Directors' Remuneration Report for the year ended 30 September 2020, be and is hereby approved.

provided that the authorities in paragraphs 14(a) and 14(b) shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or, if earlier, at the close of business on 30 April 2022), except that the Company may before such expiry make an offer or agreement which would or might require Relevant Securities or equity securities as the case may be to be allotted (and treasury shares to be sold) after such expiry and the directors may allot Relevant Securities or equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority in question had not expired.

Special resolutions

16. That, subject to the passing of Resolution 14, the directors be and are hereby empowered pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority given by Resolution 14 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with a rights issue or other pro rata offer (but in the case of the authority conferred by Resolution 14(b) by way of a rights issue only) in favour of holders of Ordinary Shares where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities subject in each case to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matter whatsoever; and

(b) the allotment (otherwise than pursuant to Resolution 16(a)) of equity securities up to an aggregate nominal amount of £13,661 provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or any adjournment thereof or 30 April 2022, whichever is the earlier, unless renewed or extended prior to or at such meeting except that the Company may, before the expiry of any power contained in this resolution, make any offer or agreement which would or might require equity securities to be allotted or treasury shares that are equity securities to be sold, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

17. That if Resolution 14 is passed, the directors be and are hereby empowered in addition to any authority granted under Resolution 16 to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority given by Resolution 16 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £13,661; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or any adjournment thereof or, if earlier, at the close of business on 30 April 2022 but, in each case, prior to its expiry the Company may make offers, and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority in question had not expired.

18. That the Company be and is hereby authorised to purchase its own fully paid Ordinary Shares by way of market purchase in accordance with section 701 of the 2006 Act upon and subject to the following conditions:

(a) the maximum number of shares which may be purchased is 10,928,940 Ordinary Shares, being 10% of the issued ordinary share capital on 9 December 2020 which is the latest practicable date before publication of this circular (the “**Latest Practicable Date**”);

(b) the maximum price (exclusive of expenses payable by the Company) at which an Ordinary Share may be purchased cannot be more than the higher of:

(i) 105% of the average of the middle market quotations derived from the Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

(ii) the value of an Ordinary Share calculated on the basis of the higher of the last independent trade of, or the highest current independent bid for, any number of Ordinary Shares on the trading venue where the market purchase by the Company will be carried out;

(c) the minimum price at which Ordinary Shares may be purchased is 0.25 pence per Ordinary Share (exclusive of expenses payable by the Company), provided that the authority to purchase conferred by this Resolution shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2022 or any adjournment thereof, provided that any contract for the purchase of any Ordinary Shares as aforesaid which has been concluded before the expiry of the said authority may be executed wholly or partly after the said authority expires.

19. That the new articles produced to the meeting and for the purpose of identification published on the Company's website at euromoneyplc.com/investors/agm be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (adopted on 21 January 2010 as amended by a special resolution dated 28 January 2020) which is in force at the date of this document.

20. That the Company is authorised to call any general meeting of the Company, other than the Annual General Meeting, by notice of at least 14 clear days during the period beginning on the date of the passing of this Resolution and ending on the conclusion of the next Annual General Meeting of the Company.

By Order of the Board



Tim Bratton
General Counsel & Company Secretary

16 December 2020

Notes to the Annual General Meeting

1. Under the Articles, a member is entitled to attend, speak and vote at a general meeting. However, in light of the current COVID-19 circumstances and to minimise public health risks, the Annual General Meeting this year will be held as a closed meeting and neither shareholders nor their representatives will be able to attend in person. With this in mind, shareholders should utilise in advance of the Annual General Meeting electronic voting or appoint the Chairman of the Meeting as their proxy. A Form of Proxy for use at the meeting is enclosed and, to be valid, should be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, not later than 9.30 a.m. on Tuesday 9 February 2021. Alternatively you can submit your vote online at www.sharevote.co.uk.
2. Under normal circumstances, members are entitled to appoint one or more proxies to attend and, on a poll, to vote on his behalf, and a member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. However, given the restrictions on attendance at the AGM, you should appoint only the "Chair of the Meeting" as your proxy, rather than appointing one or more named persons who will not be permitted to attend the AGM.
3. A member who is a corporation may appoint one or more representatives who may exercise on its behalf all its powers as a member, provided that no more than one corporate representative exercises powers over the same share.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the Register of Members of the Company as at 6.30 p.m. on Tuesday 9 February 2021 (or, in the event of any adjournment, 6.30 p.m. on the date which is two business days before the time of the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time and changes to the Register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. Any person to whom this notice is sent who is a person nominated under section 146 of the 2006 Act to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of rights in paragraph 1 does not apply to Nominated Persons, which applies only to shareholders of the Company.
6. It is proposed to pay the final dividend, if declared, on 16 February 2021 to shareholders registered on 27 November 2020.
7. As at the Latest Practicable Date, 9 December 2020, the Company's issued share capital comprised 109,289,406 Ordinary Shares of 0.25 pence each. Each Ordinary Share carries the right to one vote at a general meeting of the Company.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or other voting service provider, who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual which can be viewed at www.euroclear.com. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (RA19) by 9.30 a.m. Tuesday 9 February 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

13. Members satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter that the members propose to raise at the meeting relating to:
- (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or
 - (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM.

The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

14. The Company's website (www.euromoneyplc.com) contains the information required to be made available by the Company pursuant to section 311A of the 2006 Act.
15. Pursuant to section 319A of the 2006 Act, the Company must cause to be answered any question put by a member attending the meeting which relates to the business of the meeting. However, the Company is not obliged to answer any such questions if (a) it interferes unduly with the preparation of the meeting or it would involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to the question or (c) it is undesirable in the interests of the Company or the good order of the meeting. As shareholders will be unable to attend the AGM in person this year, we have set up a dedicated electronic mailbox for shareholders to ask questions of the Board in relation to the business of the AGM. Shareholders are requested to submit such questions in advance to agm@euromoneyplc.com by close of business on Wednesday 3 February 2021. Answers will be grouped by the theme of the question to avoid repetition and both answers and responses will be published on www.euromoneyplc.com as soon as practically possible and with the aim of doing so before close of business on Friday 5 February 2021 to enable all shareholders to consider them before lodging their proxy votes with the Company's registrar.
16. You may, if you wish, register the appointment of a proxy or proxies, or voting instructions for the General Meeting, electronically by logging on to www.sharevote.co.uk. You will need to use a 25-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your proxy form. Full details of the procedure are given on the website, www.sharevote.co.uk. Alternatively, you may vote via Shareview by logging on to your Shareview portfolio at www.shareview.co.uk and entering your user ID and password. The proxy appointment and/or voting instructions must be received by Equiniti by 9.30 a.m. on Tuesday 9 February 2021. Please note that any electronic communication sent to the Company or Equiniti that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the General Meeting is governed by Equiniti's condition of use set out on the website, www.sharevote.co.uk, which may be read by logging on to that site.

